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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS Profit Not for Profit Limited Liability Domestication Other OTHER FILINGS Annual Report		AMENDMENTS Amendment Resignation of R.A., Officer/Director Change of Registered Agent Dissolution/Withdrawal Merger REGISTRATION/QUALIFICATION Foreign	
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'R2E031(7/97)

ARTICALS OF INCORPORATION

OF

PROSPORTS USA, INC.

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TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is ProSports USA, Inc.

ARTICE 2 – PRINCIPAL OFFICE

The principal place of business/mailing address is 2112 Saint Ives Court, Clermont, FL 34711

ARTICLE III - PURPOSE

The purpose for which this corporation is organized is to transact any and all business not unlawful under the laws of the State of Florida or the United States.

ARTICLE IV - SHARES

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares". Any and all such "common shares" shall be one class only.

ARTICE V - INITIAL OFFICERS/DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time-to-time by the by-laws adopted by the shareholders, but shall never be less than the minimum number of directors required by law. The names and addresses of the initial directors of the corporation are:

Louis M. Whitney - President 2112 Saint Ives Court Clermont, FL 34711 Skaidrite A. Whitney - Secretary/Treasurer 2112 Saint Ives Court Clermont, FL 347611

ARTICLE VI - REGISTERED AGENT

The name and street address of the registered agent is Louis M. Whitney, 2112 Saint Ives Court, Clermont, FL 34711

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is: Louis M. Whitney, 2112 Saint Ives Court, Clermont, FL 34711.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 16th day of May, 2001.

LOUIS M. WHITNEY

The undersigned, being the initial resident agent as described in Article VF of the

foregoing Articles of Incorporation, does hereby acknowledge and accept such position.

LOUIS M. WHITNEY

STATE OF FLORIDA COUNTY OF LAKE

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County aforesaid, personally appeared Louis M. Whitney, know to me and known by me to be the person who executed the foregoing Articles of Incorporation and they acknowledged that they did execute said Articles of Incorporation, and that Louis M. Whitney did accept the duties of resident agent for the foregoing corporation as indicated in Article VI of the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, this 16th day of May, 2001.

Notary Public

Output

Description:

My commission expires:

Tiffany Trowbridge Commission # DD 018161 Expires April 17, 2005 Bonded Thru Atlantic Bonding Co., Inc.